

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

**BALLY TOTAL FITNESS HOLDING
CORPORATION,**

Plaintiff,

V.

LIBERATION INVESTMENTS, L.P.,
LIBERATION INVESTMENTS, LTD.,
LIBERATION INVESTMENT GROUP
LLC and EMANUEL R. PEARLMAN,

Defendants.

C.A. No. 05-841-JJF

ORDER

Having considered the defendants' motion to dismiss the preliminary injunction proceedings in this matter (the "Motion") in light of supplemental disclosures contained in the parties' respective December 13, 2005 proxy filings with the Securities and Exchange commission, and having determined that defendants' Motion should be granted for the reasons set forth therein;

IT IS HEREBY ORDERED that the pending preliminary injunction proceedings are hereby dismissed and that all discovery in this action shall terminate immediately.

United States District Judge

Dated: December _____, 2005
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